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ELLSWORTH C. ALVORD (1964)

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

June 5, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release of Certain Railcars and Leases from Security Agreement, dated as of June 5, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement which was previously filed with the Board under Recordation Number 24376.

The name and address of the party to the enclosed document are:

Agent for the  
Secured Parties: Credit Suisse First Boston,  
New York Branch  
Eleven Madison Avenue  
New York, NY 10010

[Borrower: Trinity Rail Leasing Trust II  
2525 Stemmons Freeway  
Dallas, Texas 75207]

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

38 cars: TILX 635383, TILX 635385, TILX 635386, TILX 635390 – TILX 635395 and TILX 635599 – TILX 635627.

A short summary of the document to appear in the index follows:

Partial Release of Certain Railcars and Leases from Security Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

Note: The remaining 56 railcars are being released under  
Rec. No. 24469.

RWA/anr  
Enclosures

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SURFACE TRANSPORTATION BOARD

**PARTIAL RELEASE OF CERTAIN RAILCARS AND LEASES**  
**FROM SECURITY AGREEMENT**

This Partial Release of Certain Railcars and Leases from Security Agreement, dated as of June 5, 2003, is made by Credit Suisse First Boston, New York Branch ("CSFB"), as agent for the Secured Parties (as defined in the Security Agreement, as defined below).

WHEREAS, CSFB and Trinity Rail Leasing Trust II ("TRLT-II") entered into a Security Agreement dated as of June 27, 2002 (the "Security Agreement"), pursuant to which CSFB for the ratable benefit of the Secured Parties (as defined in the Security Agreement) acquired a security interest in all assets of TRLT-II, including without limitation, certain railroad equipment described on and bearing the reporting marks and road numbers as provided on Exhibit A ("Railcars") and certain leases relating to such Railcars as described on Exhibit B (the "Leases"). A Memorandum of Security Agreement relating to such Railcars and Leases is on file at the Surface Transportation Board under Recordation No. 24376 filed on March 27, 2003 at 11:28 a.m.

WHEREAS, the lien on the Railcars and Leases more specifically described on Exhibits A and B attached hereto has been released by CSFB and CSFB claims no lien or security interest in said Railcars or Leases.

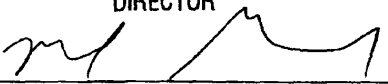
NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. CSFB, as agent for the Secured Parties (as defined in the Security Agreement), hereby terminates, releases and discharges its security interests, liens, claims and other encumbrances in the Railcars and Leases under the Security Agreement.
2. In order to avoid any confusion or doubt, CSFB represents and warrants that:
  - a) As listed on Exhibit B hereto, reference to "Lessee Number 343" means A.H. Newman Grains, Inc. and pertains to Rider One (1) to Railroad Car Lease Agreement, effective September 20, 2002, between TRLT-II (as assignee of Trinity Industries Leasing Company), as lessor, and A.H. Newman Grains, Inc., as lessee, incorporating the terms and conditions of that certain Railroad Car Lease Agreement, made September 20, 2002, between TRLT-II (as assignee of Trinity Industries Leasing Company), as lessor, and A.H. Newman Grains, Inc., as lessee; and
  - b) As listed on Exhibit B hereto, reference to "Lessee Number 831" means Cargill Incorporated and pertains to Rider Six (6) to Railroad Car Lease Agreement, effective November 12, 2002, between TRLT-II (as assignee of Trinity Industries Leasing Company), as lessor, and Cargill Incorporated, as lessee, incorporating the terms and conditions of that certain Railroad Car Lease Agreement, made May 20, 1985, between TRLT-II (as assignee of Trinity Industries Leasing Company), as lessor, and Cargill Incorporated, as lessee.

IN WITNESS WHEREOF, CSFB has caused this Release to be executed by its authorized officer as of the day and year first above written.

CREDIT SUISSE FIRST BOSTON,  
NEW YORK BRANCH

By:   
Name: MARK LENGEL  
Title: DIRECTOR

By:   
Name: Mark Golombek  
Title: Vice President

STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF NEW YORK    )

Before me, a Notary Public of the State and County aforesaid, personally appeared Mark Langel, who upon oath, acknowledged himself/herself to be a Director of Credit Suisse First Boston, New York Branch, and that s/he as such officer being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of such bank by him/herself as such officer of Credit Suisse First Boston, New York Branch.

WITNESS my hand and official seal this 3<sup>rd</sup> day of June, 2003.

Violaine I. Bent  
Notary Public

*Violaine I. Bent*  
Notary Public, State of New York  
No. 01BE6050122  
Qualified in Kings County  
Commission Expires October 30, 2006

STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF NEW YORK    )

Before me, a Notary Public of the State and County aforesaid, personally appeared Mark Golombek, who upon oath, acknowledged himself/herself to be a Vice President of Credit Suisse First Boston, New York Branch, and that s/he as such officer being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of such bank by him/herself as such officer of Credit Suisse First Boston, New York Branch.

WITNESS my hand and official seal this 3<sup>rd</sup> day of June, 2003.

Violaine I. Bent  
Notary Public

*Violaine I. Bent*  
Notary Public, State of New York  
No. 01BE6050122  
Qualified in Kings County  
Commission Expires October 30, 2006

EXHIBIT A

Railcars

<u># Cars</u>	<u>Description</u>	<u>Reporting Marks</u>
38	6,351 c.f. covered quadruple hopper cars with trough hatches and gravity discharge gates	TILX 635383, 635385, 635386, 635390 – 635395 635599 - 635627
56	6,351 c.f. covered quadruple hopper cars with trough hatches and gravity discharge gates	TILX 635457-459, 635461, 635462, 635464, 635465, 635467, 635474, 635403, 635405, 635408-635411 635417, 635418, 635425- 635427, 635429-635443, 635445-635453, 635463, 635466, 635468-635473, 635475-635477

EXHIBIT B

Leases

<u>Lessee Number</u>	<u>Lessee</u>
831	Cargill, Inc.
343	A.H. Newman

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

*6/5/03*



\_\_\_\_\_  
Robert W. Alvord